

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Missouri

(State)

Case number (if known): \_\_\_\_\_

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Payless Holdings LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

80-0855704

4. Debtor's address

Principal place of business

3231 Southeast Sixth Avenue

Number

Street

Topeka

City

KS

State

66607-2207

Zip Code

Mailing address, if different from principal place of business

Number

Street

P.O. Box

8

City

State

Zip Code

Location of principal assets, if different from principal place of business

Shawnee

County

Number

Street

City

State

Zip Code

5. Debtor's website (URL)

http://www.payless.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

Debtor

Name Payless Holdings LLC

Case number (if known)

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**4482**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District

When

MM/DD/YYYY

Case number

If more than 2 cases, attach a separate list.

District

When

MM/DD/YYYY

Case number

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Eastern District of Missouri

When

List all cases. If more than 1, attach a separate list.

Case number, if known

MM / DD / YYYY

Debtor

Name Payless Holdings LLC

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number Street

City

State

Zip Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |  |   |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000                |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000               |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input checked="" type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |  |   |

**15. Estimated assets**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

Debtor

Name Payless Holdings LLC

Case number (if known)

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/04/2017  
MM/ DD / YYYY

✕

/s/ W. Paul Jones

Signature of authorized representative of debtor

W. Paul Jones

Printed name

Title Chief Executive Officer**18. Signature of attorney**

✕

/s/ Steven N. Cousins

Signature of attorney for debtor

Date

04/04/2017

MM/ DD/YYYY

Steven N. Cousins

Printed name

Armstrong Teasdale LLP

Firm name

7700 Forsyth Boulevard, Suite 1800

Number Street

St Louis

City

Missouri

State

63105

ZIP Code

(314)621-5070

Contact phone

scousins@armstrongteasdale.com

Email address

MO 30788

Bar number

MO

State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Missouri

(State)

Case number (if  
known):

Chapter 11

☐ Check if this is an  
amended filing

### **Rider 1**

#### **Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

- On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Eastern District of Missouri for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Payless Holdings LLC
- Payless ShoeSource, Inc.
- Payless Holdings LLC
- Payless Intermediate Holdings LLC
- WBG-PSS Holdings LLC
- Payless Inc.
- Payless Finance, Inc.
- Collective Brands Services, Inc.
- PSS Delaware Company 4, Inc.
- Shoe Sourcing, Inc.
- Eastborough, Inc.
- Payless Purchasing Services, Inc.
- Payless ShoeSource Merchandising, Inc.
- Payless Gold Value CO, Inc.
- Payless ShoeSource Distribution, Inc.
- Payless ShoeSource Worldwide, Inc.
- Payless NYC, Inc.
- Payless ShoeSource of Puerto Rico, Inc.
- Payless Collective GP, LLC
- Collective Licensing, LP
- Collective Licensing International, LLC
- Clinch, LLC
- Collective Brands Franchising Services, LLC
- Payless International Franchising, LLC
- Collective Brands Logistics, Limited
- Dynamic Assets Limited
- PSS Canada, Inc.
- Payless ShoeSource Canada Inc.
- Payless ShoeSource Canada GP Inc.
- Payless ShoeSource Canada LP

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Missouri

(State)

Case number (if  
known):

Chapter 11

☐ Check if this is an  
amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15 12/1

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

**This is a consolidated list of creditors for all of the Debtors in the chapter 11 cases of Payless Holdings LLC, et al.**

|   | Name of creditor and complete mailing address, including zip code  | Name, telephone number, and email address of creditor contact  | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                            |
|---|--|--|---|--|---|---|----------------------------|
|   |  |  |   |  | Total claim, if partially secured   | Deduction for value of collateral or setoff | Unsecured claim            |
| 1 | MORGAN STANLEY SENIOR FUNDING INC.<br>1585 BROADWAY, 4TH FLOOR<br>NEW YORK, NY 10036                                       | ATTN: CHRISTINA AMES<br>PHONE - 212-761-2975<br>EMAIL - CHRISTINA.AMES@MORGANSTANLEY.COM                 | SECOND LIEN TERM LOANS  | UNLIQUIDATED   | N/A   | N/A   | \$145,000,000 <sup>1</sup> |
| 2 | EVER-RITE INTERNATIONAL CO LTD<br>6F~5, NO. 8, 609 LANE, SEC. 5<br>CHUNG-HSIEN RD., SAN CHUNG<br>NEW TAIPEI CITY<br>TAIWAN | ATTN: ALBERT WANG<br>OWNER<br>PHONE - 886-2-2999-8888 EXT 313<br>EMAIL - SHARON@MAIL.EVERRITE.COM        | TRADE PAYABLE - MERCHANDISE   |  |   |   | \$ 23,335,212              |
| 3 | HUGE INTERNATIONAL LTD<br>8F., NO. 101, SEC 2 TAIWAN BLVD.<br>TAICHUNG CITY<br>TAIWAN                                      | ATTN: JOSEPH LIN<br>CEO<br>PHONE - 886-4-23051789<br>FAX - 886-4-23051471<br>EMAIL - JOSEPH@HUGEINTL.COM | TRADE PAYABLE - MERCHANDISE   |  |   |   | \$ 18,233,578              |

<sup>1</sup> Consistent with Terms of Restructuring Support Agreement

|   | Name of creditor and complete mailing address, including zip code   | Name, telephone number, and email address of creditor contact  | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|---|--|---|--|---|---|-----------------|
|   |   |  |   |  | Total claim, if partially secured   | Deduction for value of collateral or setoff | Unsecured claim |
| 4 | MODA SHOE LIMITED<br>SUITE 3810-11, 38/F, TOWER 6<br>THE GATEWAY, HARBOUR CITY<br>9 CANTON ROAD<br>TSIM SHA TSUI, KOWLOON<br>HONG KONG<br><br>800 N. SEPULVEDA BLVD<br>EL SEGUNDO, CA 90245 | ATTN: ANTHONY BRIAN COX<br>DIRECTOR<br>PHONE - 852-27368092<br>FAX - 852-27303799<br>EMAIL - TONY@MODA-SHOEBIZ.COM<br><br>ATTN: JACK SILVERA<br>CEO & FOUNDER<br>PHONE - 310-647-6700 X737<br>EMAIL - JACKS@DYNASHOE.COM | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 14,913,224   |
| 5 | THE ASEAN CORP LTD<br>ROOM 1102-5, 11/F.<br>9 WING HONG STREET, CHEUNG<br>SHA WAN<br>KOWLOON, HONG KONG<br>HONG KONG<br><br>5216 BARNETT AVE.<br>LONG ISLAND CITY, NY 11104                 | ATTN: CLARENCE CHOI<br>PHONE - 852-39637026<br>EMAIL - CLARENCE_CHOI@TOPLINECORP.COM<br><br>ATTN: EDWARD ROSENFELD<br>CEO<br>PHONE - 718-308-2263<br>EMAIL - EDROSENFELD@STEVEMADDEEN.COM                                | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 13,878,451   |
| 6 | QINGDAO DOUBLESTAR MINGREN<br>IMP & EXP CO<br>NO. 45 QUTANGXIA ROAD<br>QINGDAO, SHANDONG 266002<br>CHINA  | ATTN: YU QUNLI<br>CEO<br>PHONE - 86-532-82664688<br>EMAIL - YUQUNLI777@GMAIL.COM   | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 8,723,045    |
| 7 | FORTUNE WAY INTERNATIONAL<br>CO., LTD<br>NO. 241, PING HIS RD SHALU<br>TOWN<br>TAICHUNG, TAIWAN<br>TAIWAN   | ATTN: JOHNSEN WU<br>PHONE - 86-13925830888<br>EMAIL - JOHNSEN@HEXINTAI.COM   | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 7,902,747    |
| 8 | XIAMEN C AND D LIGHT INDUSTRY<br>CO LTD<br>YANGDAI INDUSTRAY AREA,<br>CHENDAI<br>JINJIANG, FUJIAN<br>CHINA  | ATTN: MR. JIAN NING LIN<br>GMM<br>PHONE - 86-18016508888<br>EMAIL - 18016508888@189.CN   | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 5,620,764    |

|    | Name of creditor and complete mailing address, including zip code   | Name, telephone number, and email address of creditor contact   | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|---|--|--|--|---|-----------------|
|    |   |   |  |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 9  | SANTAK CORPORATION<br>NO.20, LN. 11, SHANG'AN RD.,<br>XITUN DIST.<br>TAICHUNG 407<br>TAIWAN   | ATTN: LU.HUEI-TING<br>OWNER<br>FAX - 886-4-24529155<br>EMAIL -<br>CORY_CHEN@SANTAKCORP.CO<br>M.TW   | TRADE<br>PAYABLE -<br>MERCHAND<br>ISE  |  |  |   | \$ 5,560,500    |
| 10 | HIGHCOM INTERNATIONAL<br>LIMITED<br>9F-1, NO. 73, JHONGYI STREET,<br>SITUN DIST<br>TAICHUNG 407<br>TAIWAN   | ATTN: LISA CHEN<br>PHONE - 886-935-396822<br>FAX - 886-4-23585366<br>EMAIL -<br>LISA@HIGHCHAIN.COM.TW   | TRADE<br>PAYABLE -<br>MERCHAND<br>ISE  |  |  |   | \$ 5,545,609    |
| 11 | FILA USA INC<br>1411 BROADWAY 30TH FL.<br>NEW YORK, NY 10018  | ATTN: JON EPSTEIN<br>PRESIDENT<br>PHONE - 646-265-3053<br>EMAIL - JEPSTEIN@FILA.COM   | TRADE<br>PAYABLE -<br>MERCHAND<br>ISE  |  |  |   | \$ 5,172,156    |
| 12 | BEST PARAMOUNT<br>INTERNATIONAL LIMITED<br>FL. 12, NO. 309, SUNG CHIANG<br>ROAD<br>TAIPEI<br>TAIWAN   | ATTN: VINCENT CHIEN<br>PHONE - 886-912-578-853<br>FAX - 886-2-25010459<br>EMAIL -<br>VINCENT@LJOINC.COM.TW  | TRADE<br>PAYABLE -<br>MERCHAND<br>ISE  |  |  |   | \$ 4,928,119    |
| 13 | TCFE INTERNATIONAL CO., LTD.<br>NO. 1102 ROOM, FUGUI<br>BUILDING<br>RONGHUS HOMESTEAD , NO, 635<br>DONGZHEN RD<br>PUTIAN CITY, FUJIAN<br>CHINA<br><br>25 NEWBRIDGE RD., STE 405<br>HICKSVILLE, NY 11801 | ATTN: BRUCE CAGNER<br>CEO<br>PHONE - 86-516-8646404<br>EMAIL -<br>BCAGNER@BCNYINTL.COM<br><br>ATTN: BRUCE CAGNER<br>CHAIRMAN<br>PHONE - 212-695-5959<br>EMAIL -<br>BCAGNER@BCNYINTL.COM | TRADE<br>PAYABLE -<br>MERCHAND<br>ISE  |  |  |   | \$ 4,652,602    |
| 14 | PUTIAN CITY HUI SHENG TRADING<br>CO LTD<br>CHENGXIANG DISTRICT<br>PUTIAN CITY, FUJIAN<br>CHINA  | ATTN: DENNIS WENG<br>PHONE - 86-13599023599<br>EMAIL -<br>DENNIS.WENG@PTWANSHENG<br>.COM  | TRADE<br>PAYABLE -<br>MERCHAND<br>ISE  |  |  |   | \$ 3,998,072    |



|    | Name of creditor and complete mailing address, including zip code   | Name, telephone number, and email address of creditor contact   | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|---|--|--|--|---|-----------------|
|    |   |   |  |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 15 | TOPSMART INTERNATIONAL CO., LTD.<br>NO. 31, 3/F<br>WENTANZHUANYAO INDUSTRIAL PARK DONGCHENG DISTRICT DONGGUAN, GUANGDONG CHINA<br><br>330 5TH AVE., 11TH FL<br>NEW YORK, NY 10001 | ATTN: GEORGE LIAO<br>GMM<br>PHONE - 1-212-2394530<br>EMAIL - GEORGE.LIAO@JACKSONBAGS.COM<br><br>ATTN: JACKSON LIAO<br>PRESIDENT<br>PHONE - 212-239-4530<br>EMAIL - JACKSON.LIAO@JACKSONBAGS.COM           | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 3,890,369    |
| 16 | C & C ACCORD LTD<br>6F-2, NO. 66<br>SHIH-CHENG N. 5TH RD., XITUN DIST.<br>TAICHUNG, TAIWAN 407<br>TAIWAN  | ATTN: ANNIE CHANG<br>CFO<br>PHONE - 886-917 224 588<br>FAX - 886- 4-2254 0976<br>EMAIL - ANNIE@DIBAFAREAST.COM / ANNIE@DBACCORD.COM   | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 3,625,442    |
| 17 | ASCENDANT (HONG KONG) TRADE CO LIMITED<br>UNITD, F/3, BAMBOOS CENTRE<br>52 HONG TO ROAD, KWUN TONG KOWLOON, HONG KONG CHINA   | ATTN: MR. LIN GUOFU<br>PHONE - 86-594-2782821<br>FAX - 86-594.2792540<br>EMAIL - GUOFU_LIN@KIAOFA.COM   | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 3,557,601    |
| 18 | MIA WORLDWIDE CO LTD<br>1F, NO. 370 - 17, SEC. 4 HENAN RD. NANTUN DIST<br>TAICHUNG CITY 40874<br>TAIWAN<br><br>9985 NW 19TH ST.<br>MIAMI, FL 33172                                | ATTN: YANG CHIN YUAN<br>CEO<br>PHONE - 886-933-557755<br>FAX - 886-4-22584158<br>EMAIL - JOHNNY0696@126.COM<br><br>ATTN: RICHARD STRAUSS<br>CEO<br>PHONE - 305-455-2600<br>EMAIL - RLSTRAUSS@MIASHOES.COM | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 3,505,764    |
| 19 | DONGYI SHOES CO LTD<br>SHUANGYUQIANCHEN<br>LUCHENG DISTRICT, WENZHOU 325007<br>CHINA  | ATTN: STEPHEN CHEN<br>PHONE - 86-13968880599<br>FAX - 86-577-88050111<br>EMAIL - STEPHEN@DONGYISHOES.COM  | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 3,165,197    |

|    | Name of creditor and complete mailing address, including zip code   | Name, telephone number, and email address of creditor contact  | Nature of the claim<br>(for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|--|--|--|--|---|-----------------|
|    |   |  |  |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 20 | GLORY CHINA FOOTWEAR CO LIMITED<br>UNIT A B, 6TH FLOOR, FUGUANG BLDG.<br>NO. 567 QIANPU DONGLU XIAMEN, FUJIAN 361008 CHINA<br><br>800 N. SEPULVEDA BLVD<br>EL SEGUNDO, CA 90245 | ATTN: JOHN CHAI<br>PHONE - 86-13806020221<br>FAX - 86-592-82666798<br>EMAIL - JOHN@GLORY-CHINA.NET<br><br>ATTN: JACK SILVERA<br>CEO & FOUNDER<br>PHONE - 310-647-6700 X737<br>EMAIL - JACKS@DYNASHOE.COM | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 2,921,600    |
| 21 | KENTH PRODUCTIONS LLC<br>603 W 50TH ST<br>NEW YORK, NY 10019  | ATTN: MARC SCHNEIDER<br>CEO<br>PHONE - 212-265-1500<br>EMAIL - MSCHNEIDER@KENNETHCOLE.COM  | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 2,499,551    |
| 22 | EVER SPOTLIGHT LTD.<br>NO.50, NANBEI ROAD<br>THAIPAO CITY<br>CHIAYI<br>TAIWAN   | ATTN: MR. KAU HSIU SUNG<br>PRESIDENT<br>PHONE - 86-13850273505<br>EMAIL - JASON_KUO@SHOEHARVEST.COM  | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 2,264,404    |
| 23 | PEDS LEGWEAR USA INC<br>9451 NEUVILLE AVENUE<br>HILDEBRAN, NC 28637   | ATTN: MICHAEL PENNER<br>PRESIDENT & CEO<br>PHONE - 514-875-5575 X12<br>EMAIL - MPENNER@PEDS.COM  | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 2,246,572    |
| 24 | GISH, J. STEPHEN<br>ADDRESS ON FILE   | ATTN: GISH, J. STEPHEN<br>PHONE - ON FILE<br>EMAIL - ON FILE   | SERP   | UNLIQUIDATED   |  |   | \$ 2,187,354    |
| 25 | FIRST SERVICE NETWORKS INC<br>11333 N. SCOTTSDALE ROAD<br>SUITE 260<br>SCOTTSDALE, AZ 85254   | ATTN: MICHAEL FERREIRA<br>PRESIDENT<br>PHONE - 480-614-4559  | TRADE PAYABLE - STORE MAINTENANCE  |  |  |   | \$ 2,169,172    |
| 26 | FORTUNE CREATION CO. LTD.<br>FUXIANG, NAN-SIR NEW INDUSTRIAL ZONE<br>CHA-SHAN TOWN<br>DONGGUAN, GUANGDONG CHINA   | ATTN: HENRY HONG<br>PHONE - 86-13922974456<br>EMAIL - HENRY@FORTUNE CREATION.COM.CN  | TRADE PAYABLE - MERCHANDISE  |  |  |   | \$ 2,033,490    |

|    | Name of creditor and complete mailing address, including zip code   | Name, telephone number, and email address of creditor contact  | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|--|---|--|--|---|-----------------|
|    |   |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 27 | MARC USA CHICAGO<br>325 NORTH LA SALLE<br>SUITE 750<br>CHICAGO, IL 60654  | ATTN: MICHELE FABRIZI<br>PRESIDENT & CEO<br>PHONE - 312-321-9000<br>FAX - 312-321-1736<br>EMAIL -<br>CHICAGO@MARCUSA.COM   | TRADE<br>PAYABLE -<br>MARKETING   |  |  |   | \$ 2,025,298    |
| 28 | EVERYTHING LEGWEAR LLC<br>4885 ALPHA RD., STE 125<br>DALLAS, TX 75244   | ATTN: LISA SIZEMORE<br>PRESIDENT<br>PHONE - 469-374-7600<br>EMAIL - LISA@ELEGWEAR.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,980,997    |
| 29 | SHI INTERNATIONAL CORP<br>290 DAVIDSON AVE.<br>SOMERSET, NJ 08873   | ATTN: THAI LEE<br>PRESIDENT & CEO<br>PHONE - 888-764-8888  | TRADE<br>PAYABLE -<br>IT  |  |  |   | \$ 1,830,360    |
| 30 | PUTIAN XINLONG FOOTWEAR CO LTD<br>SHUINAN VILLAGE<br>HUANGSHI TOWN, LICHENG<br>PUTIAN<br>CHINA  | ATTN: BOBIN LIN<br>PRESIDENT<br>PHONE - 86-13599888853<br>EMAIL -<br>ROBINLIU@XINLONG.COM.CN   | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,686,971    |
| 31 | 34TH STREET PENN ASSOCIATION LLC<br>C/O JENEL MANAGEMENT CORP<br>275 MADISON AVENUE<br>SUITE 1100<br>NEW YORK, NY 10016<br><br>SEYFARTH SHAW LLP<br>620 EIGHTH AVENUE<br>NEW YORK, NY 10018 | ATTN: DAVID DUSHEY<br>CEO<br>PHONE - 212-889-6405 EXT 18<br>EMAIL - DD@JENEL.NET<br><br>ATTN: MARC J. GURELL, ESQ.<br>PARTNER<br>PHONE - 212-218-5569<br>FAX - 212-218-5569<br>EMAIL -<br>MGURELL@SEYFARTH.COM | LEASE<br>CONTRACT<br>REJECTION  | UNLIQUIDATED   |  |   | UNDETERMINED    |
| 32 | AIDER COMPANY LIMITED<br>9/F XINGHU COMMERCIAL BLDG.<br>NO. 46 OF HU LI DA DAO<br>XIAMEN 361000<br>CHINA  | ATTN: GINA YAO<br>PHONE - 86-13358385236<br>FAX - 86-592-5691700<br>EMAIL - GINA@AIDER-XM.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,477,543    |
| 33 | SOUTH CHINA SHOES PRODUCTS COMPANY LTD<br>5 FUNG YIP ST.<br>CHAIWAN<br>HONG KONG  | ATTN: MICHELLE TANG<br>PHONE - 852-25056662<br>FAX - 852-25581196<br>EMAIL -<br>MICHELLE@SCSHOES.COM.HK  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,459,131    |

|    | Name of creditor and complete mailing address, including zip code   | Name, telephone number, and email address of creditor contact   | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|---|---|---|--|---|---|-----------------|
|    |   |   |   |  | Total claim, if partially secured   | Deduction for value of collateral or setoff | Unsecured claim |
| 34 | FUQING JIA CHENG TRADING CORPORATION LTD<br>WUDIAN, HONGLU TOWN<br>FUQING, FUJIAN PROVINCE<br>350301<br>CHINA | ATTN: KIM LIN<br>PHONE - 86-13115912000<br>FAX - 86-591-85370793<br>EMAIL - HF88@FJHF.COM                         | TRADE PAYABLE - MERCHANDISE   |  |   |   | \$ 1,424,104    |
| 35 | MC SIGN COMPANY<br>8959 TYLER BLVD<br>MENTOR, OH 44060  | ATTN: PRESIDENT OR GENERAL COUNSEL<br>PHONE - 440-209-6200<br>FAX - 440-209-6277<br>EMAIL - SALES@MCSIGN.COM      | TRADE PAYABLE - CONSTRUCTION VENDOR   |  |   |   | \$ 1,419,637    |
| 36 | CHAMPION ATHLETICWEAR<br>1000 EAST HANES MILLS RD.<br>WINSTON-SALEM, NC 27105                                 | ATTN: DON BURTON<br>MARKETING DIRECTOR<br>PHONE - 336-519-3562<br>EMAIL - DON.BURTON@HANES.COM                    | LICENSING AGREEMENT   |  |   |   | \$ 1,414,407    |
| 37 | TAIZHOU BAOLITE SHOES CO LTD<br>MUYUZEGUO TOWN<br>WENLING CITY, ZHEJIANG<br>PROVINCE<br>CHINA                 | ATTN: CAROL CHEN<br>PHONE - 86-13575860808<br>EMAIL - CAROL@BAOLITE.COM   | TRADE PAYABLE - MERCHANDISE   |  |   |   | \$ 1,407,343    |
| 38 | HO WANG TAI GROUP CO LTD<br>NO. 241, PING HIS RD SHALU TOWN<br>TAICHUNG, TAIWAN<br>TAIWAN                     | ATTN: JOHNSEN WU<br>PHONE - 86-13925830888<br>EMAIL - JOHNSEN@HEXINTAI.COM  | TRADE PAYABLE - MERCHANDISE   |  |   |   | \$ 1,307,816    |
| 39 | COGNIZANT TECHNOLOGY SOLUTIONS US CORP<br>500 FRANK W. BURR BOULEVARD<br>TEANECK, NJ 07666                    | ATTN: PRESIDENT OR GENERAL COUNSEL<br>PHONE - 201-801 0233<br>FAX - 201-801-0243<br>EMAIL - INQUIRY@COGNIZANT.COM | TRADE PAYABLE - IT  |  |   |   | \$ 1,293,290    |
| 40 | RACON FOOTWEAR LIMITED<br>NO. 241, PING HIS RD<br>SHALU TOWN, TAICHUNG<br>TAIWAN                              | ATTN: JOHNSEN WU<br>PHONE - 86-13925830888<br>EMAIL - JOHNSEN@HEXINTAI.COM  | TRADE PAYABLE - MERCHANDISE   |  |   |   | \$ 1,292,525    |

|    | Name of creditor and complete mailing address, including zip code  | Name, telephone number, and email address of creditor contact   | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|---|---|--|---|---|-----------------|
|    |  |   |   |  | Total claim, if partially secured   | Deduction for value of collateral or setoff | Unsecured claim |
| 41 | E.S. ORIGINALS, INC.<br>ROOM 401, 4/F., TOWER II,<br>SILVERCORD<br>30 CANTON ROAD<br>TSIMSHATSUI, KOWLOON<br>HONG KONG<br><br>440 9TH AVE., 7TH FL<br>NEW YORK, NY 10001 | ATTN: PETER LEWIS PORTIA<br>KHOO<br>PHONE - 852-22428383<br>FAX - 852-23756363<br>EMAIL - ESO@BARTERHK.COM<br><br>ATTN: JOEY SAFDEYE<br>CEO<br>PHONE - 212-845-3511<br>EMAIL -<br>JSADFDEYE@ESORIGINALS.COM               | LICENSING<br>AGREEMENT  |  |   |   | \$ 1,252,736    |
| 42 | TOPLINE IMPORTS INC<br>13150 SE 32ND STREET<br>BELLEVUE, WA 98005-4436<br><br>5216 BARNETT AVE.<br>LONG ISLAND CITY, NY 11104  | ATTN: BRYAN COLLINS<br>PHONE - 425-643-3003<br>FAX - 425-643-3846<br>EMAIL -<br>BRYAN_COLLINS@TOPLINECORP.COM<br><br>ATTN: EDWARD ROSENFELD<br>CEO<br>PHONE - 718-308-2263<br>EMAIL -<br>EDROSENFELD@STEVE MADDE<br>N.COM | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 1,233,785    |
| 43 | U.S. CONTINENTAL MARKETING<br>INC<br>310 REED CIRCLE<br>CORONA, CA 92879   | ATTN: DAVID WILLIAMS<br>PRESIDENT<br>PHONE - 951-808-8888 X218<br>EMAIL -<br>DWILLIAMS@USCONTINENTAL.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 1,149,564    |
| 44 | INTERLOOP LIMITED<br>633 W. 4TH ST., STE 201<br>WINSTON-SALEM, NC 27101  | ATTN: SHELLEY RIDER<br>PRESIDENT<br>PHONE - 336-770-1666<br>EMAIL - SRIDER@IL-NA.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 1,146,885    |
| 45 | DIBANG SHOES CO. LTD.<br>30 AREA OF CHINA SHOE CITY<br>WENZHOU<br>CHINA  | ATTN: XIE RENXING<br>PRESIDENT<br>PHONE - 86-13806696888<br>EMAIL -<br>FSD@DIBANGSHOES.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |   |   | \$ 1,143,780    |

|    | Name of creditor and complete mailing address, including zip code  | Name, telephone number, and email address of creditor contact  | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim<br>if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|----|--|--|---|--|--|---|-----------------|
|    |  |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| 46 | FITRON INDUSTRIES LIMITED<br>42/F., CENTRAL PLAZA<br>18 HARBOUR ROAD<br>WAN CHAI<br>HONG KONG<br><br>42F CENTRAL PLAZA<br>HONG KONG<br>HONG KONG | ATTN: EDDY DUMAREY<br>OWNER<br>PHONE - 1-3255335668<br>FAX - 852-21557443<br>EMAIL -<br>EDDY.DUMAREY@CORTINA.BE<br><br>ATTN: NICK BRAEKMAN<br>COO<br>PHONE - +32 55 33 5696<br>EMAIL -<br>NICK.BRAEKMAN@CORTINA.BE | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,132,979    |
| 47 | INTER-PACIFIC CORP.<br>2257 COLBY AVE.<br>LOS ANGELES, CA 90064  | ATTN: FRANK ARNSTEIN<br>CEO<br>PHONE - 310-473-7591<br>EMAIL -<br>FARNSTEIN@IPCLA.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,121,258    |
| 48 | KING INDUSTRY CO LTD<br>NO.50, NANBEI ROAD<br>THAIPAO CITY<br>CHIAYI<br>TAIWAN   | ATTN: KAU HSIU SUNG<br>PRESIDENT<br>PHONE - 86-13850273505<br>EMAIL -<br>JASON_KUO@SHOEHARVEST.COM   | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 1,084,335    |
| 49 | SANTANA SHOES<br>800 N. SEPULVEDA BLVD.<br>EL SEGUNDO, CA 90245  | ATTN: PRESIDENT OR GENERAL<br>COUNSEL<br>PHONE - 310-647-6700<br>EMAIL -<br>INFO@DYNASHOE.COM  | TRADE<br>PAYABLE -<br>MERCHANDISE   |  |  |   | \$ 997,825      |
| 50 | PERFORMANCE TEAM FREIGHT<br>SYSTEMS INC<br>11204 NORWALK BOULEVARD<br>SANTA FE SPRINGS, CA 90670   | ATTN: CLIFF KATAB<br>PRESIDENT<br>PHONE - 562-345-9833<br>FAX - 562-741-2500<br>EMAIL -<br>MARKETING@PERFORMANCETEAM.NET   | TRADE<br>PAYABLE -<br>FREIGHT   |  |  |   | \$ 869,214      |

|  |   |
|--|---|
| Fill in this information to identify the case and this filing: |   |
| Debtor Name  | Payless Holdings LLC                    |
| United States Bankruptcy Court for the:                        | Eastern District of Missouri<br>(State) |
| Case number (If known):  |   |

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ Other document that requires a declaration \_\_\_\_\_ List of Equity Security Holders \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/04/2017  
MM/ DD/YYYY

☒ /s/ **W. Paul Jones**

Signature of individual signing on behalf of debtor

**W. Paul Jones**

Printed name

**Chief Executive Officer**

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MISSOURI**

|                       |   |                          |
|-----------------------|---|--------------------------|
| In re:                | § |                          |
|                       | § | Chapter 11               |
| Payless Holdings LLC, | § |                          |
|                       | § | Case No. 17-_____ (____) |
| Debtor.               | § |                          |
|                       | § |                          |
|                       | § |                          |

**LIST OF EQUITY SECURITY HOLDERS<sup>2</sup>**

| Debtor               | Equity Holders                                  | Address of Equity Holder  | Percentage of Equity Held |
|----------------------|---|---|---------------------------|
| Payless Holdings LLC | Multi-Channel Opportunity Holdings LLC Series C | c/o Golden Gate Capital<br>One Embarcadero Center<br>Suite 3900<br>San Francisco CA 94111 | 54.0%                     |
| Payless Holdings LLC | Blum Strategic Partners IV, LP                  | 909 Montgomery Street,<br>Suite 400<br>San Francisco CA 92133                             | 44.5%                     |
| Payless Holdings LLC | Payless Management Investors, LLC               | c/o Golden Gate Capital<br>One Embarcadero Center<br>Suite 3900<br>San Francisco CA 94111 | 1.0%                      |
| Payless Holdings LLC | Paul Jones                                      | Address on File   | 0.5%                      |

<sup>2</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.



|  |                              |
|--|------------------------------|
| Fill in this information to identify the case and this filing: |                              |
| Debtor Name  | Payless Holdings LLC         |
| United States Bankruptcy Court for the:                        | Eastern District of Missouri |
| Case number (If known):  | (State)                      |
|  |                              |

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/04/2017  
MM/ DD/YYYY

☒ /s/ **W. Paul Jones**

Signature of individual signing on behalf of debtor

**W. Paul Jones**

Printed name

**Chief Executive Officer**

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MISSOURI**

|                       |   |                          |
|-----------------------|---|--------------------------|
| In re:                | § |                          |
|                       | § | Chapter 11               |
|                       | § |                          |
| Payless Holdings LLC, | § | Case No. 17-_____ (____) |
|                       | § |                          |
| Debtor.               | § |                          |
|                       | § |                          |

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| Shareholder                                      | Approximate Percentage of Shares Held |
|--|---------------------------------------|
| Multi-Channel Opportunity Holdings, LLC Series C | 54.0%                                 |
| Blum Strategic Partners IV                       | 44.5%                                 |

|  |                              |
|--|------------------------------|
| Fill in this information to identify the case and this filing: |                              |
| Debtor Name  | Payless Holdings LLC         |
| United States Bankruptcy Court for the:                        | Eastern District of Missouri |
| Case number (If known):  | (State)                      |
|  |                              |

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/04/2017  
MM/ DD/YYYY

☒ /s/ W. Paul Jones

Signature of individual signing on behalf of debtor

W. Paul Jones

Printed name

Chief Executive Officer

Position or relationship to debtor

**OFFICER'S CERTIFICATE**

April 4, 2017

I, W. Paul Jones, hereby certify that I am the Chief Executive Officer of Payless Holdings LLC, a Delaware limited liability company (the "Company"), and do hereby certify solely on behalf of that Company and not in my individual capacity, that attached hereto as Exhibit A is a true, correct and complete copy of the resolutions duly adopted by the board of directors of the Company approving and authorizing the execution, delivery and performance of the Chapter 11 Cases (as defined therein), the Restructuring Support Agreement (as defined therein) and the other agreements, instruments and documents entered into in connection with the Chapter 11 Cases and the Restructuring Support Agreement and as set forth in such resolutions (together with the Chapter 11 Cases and the Restructuring Support Agreement, collectively, the "Documents"), and the transactions contemplated thereby. Such resolutions are the only resolutions relating to the Documents and have not been amended, rescinded, modified or revoked since the date of adoption thereof, and are in full force and effect on the date hereof.

\* \* \* \* \*

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of  
the date hereof.

By: 

Name: W. Paul Jones

Title: Chief Executive Officer

**EXHIBIT A**

**Resolutions**

*See attached.*

## **RESOLUTIONS OF PAYLESS HOLDINGS LLC**

April 4, 2017

### **CHAPTER 11 FILING**

WHEREAS, each Governing Body considered presentations by each Company's management (the "Management") and financial and legal advisors (collectively, the "Advisors") regarding the liabilities and liquidity situation of each Company, the strategic alternatives available to it, and the effect of the foregoing on each Company's business; and

WHEREAS, each Governing Body discussed the foregoing with the Management and the Advisors and has determined, in the judgment of each Governing Body, that it is in the best interests of each Company, its creditors, and fully considered each of the strategic alternatives available to each Company.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, its creditors, and other parties in interest, that each Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by certain of each Company's affiliates and direct and indirect subsidiaries, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Missouri (the "Bankruptcy Court") or other court of competent jurisdiction; and

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, General Counsel, President, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of each Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of each Company's business.

### **COMPANIES' CREDITORS ARRANGEMENT ACT RECOGNITION**

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, its creditors, and other parties in interest, that each Company shall be and hereby is authorized to seek recognition of the Chapter 11 Cases in Canada pursuant to Part IV of the Companies'

Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “CCAA”) in the Ontario Superior Court of Justice (Commercial List).

### **RETENTION OF PROFESSIONALS**

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP, as each Company’s counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Armstrong Teasdale LLP, as each Company’s counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Armstrong Teasdale LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Munger, Tolles & Olson LLP, to advise the Company at the direction of the disinterested director of Payless Holdings LLC in connection with conflicts matters; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority, in accordance with applicable law, to retain Munger, Tolles & Olson LLP as counsel to the Company with respect to conflicts matters as directed by the disinterested director;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Osler, Hoskin & Harcourt LLP, as each Company’s counsel, to represent and assist each Company in carrying out its duties under the CCAA; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Guggenheim Securities, LLC, as each Company’s financial advisor and investment banker, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take



any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC, together with employees of its affiliates (all of which are wholly owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors (collectively, "A&M"), as restructuring advisor, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&M in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC, as notice, claims, and balloting agent and as administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Prime Clerk LLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable; and

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem

necessary, appropriate, or desirable in connection with each Company's chapter 11 case.

### **RESTRUCTURING SUPPORT AGREEMENT**

WHEREAS, in connection with the Chapter 11 Cases, each Company has negotiated a restructuring support agreement, in form and substance generally similar to that certain restructuring support agreement dated April 4, 2017 (the "Restructuring Support Agreement"), by and among Payless Holdings LLC and its direct and indirect subsidiaries, certain Prepetition First Lien Lenders, and certain Prepetition Second Lien Lenders (as such terms are defined in the Restructuring Support Agreement);

NOW, THEREFORE, BE IT:

RESOLVED, that each Governing Body authorizes the Authorized Officers to take all actions (including, without limitation, to negotiate and execute any agreements, documents and certificates) necessary to enter into the Restructuring Support Agreement and to consummate the transactions contemplated thereby in connection with the Chapter 11 Cases and that each Company's performance of its obligations under the Restructuring Support Agreement hereby is, in all respects, authorized and approved.

### **DEBTOR IN POSSESSION FINANCING**

WHEREAS, each of the Companies (except Payless Intermediate Holdings LLC, Collective Brands Logistics, Ltd. and Dynamic Assets Ltd.) proposes to enter that certain DEBTOR-IN-POSSESSION CREDIT AGREEMENT dated as of April [●], 2017 (the "DIP ABL Loan") by and among PAYLESS INC., a Delaware corporation, as a debtor and a debtor-in-possession (the "Lead Borrower"), the other Persons that are named on Schedule 1.01 thereto from time to time, each as a debtor and a debtor-in-possession, WBG – PSS HOLDINGS LLC, a Delaware limited liability company (the "Parent"), the Persons named on Schedule 1.02(a) thereto from time to time, each as a debtor and a debtor-in-possession and the Persons named on Schedule 1.02(b) thereto from time to time, each lender from time to time party thereto (collectively, the "Lenders" and individually, a "Lender"), WELLS FARGO BANK, NATIONAL ASSOCIATION, as Collateral Agent and Administrative Agent (in such capacities, the "DIP ABL Agent") and Swing Line Lender;

WHEREAS, each of the Companies (except Payless Intermediate Holdings LLC, , Collective Brands Logistics, Ltd., Dynamic Assets Ltd., Payless ShoeSource Canada, Inc., Payless ShoeSource Canada GP, Inc., Payless ShoeSource Canada, L.P., and Payless ShoeSource of Puerto Rico, Inc.) proposes to enter into that certain SUPERPRIORITY DEBTOR-IN-POSSESSION TERM DIP ABL LOAN dated as of April [●], 2017 (the "DIP Term Loan" and together with the DIP ABL Loan, the "DIP Credit Agreements"), by and among Parent, the

Lead Borrower, PAYLESS FINANCE, INC., a Nevada corporation, PAYLESS SHOESOURCE, INC., a Missouri corporation and PAYLESS SHOESOURCE DISTRIBUTION, INC., a Kansas corporation, the Subsidiary Guarantors (as defined therein) from time to time party thereto, CORTLAND PRODUCTS CORP. as administrative agent (the “DIP Term Loan Agent” and together with the DIP ABL Agent, the “DIP Agents”) and each of the Lenders (as defined therein) from time to time party thereto;

WHEREAS, the obligation of the Lenders of each of the DIP ABL Loan and the DIP Term Loan to make Loans initially to the Borrowers under the DIP Credit Agreements is subject to each relevant Company having satisfied certain conditions described in the DIP Credit Agreements;

WHEREAS, each Company will obtain benefits from the receipt of the Loans by the Borrowers under the DIP Credit Agreements; and

WHEREAS, each Governing Body hereby deems it advisable and in the best interest of each Company to enter into the DIP Credit Agreements and each agreement, document, instrument.

NOW, THEREFORE BE IT RESOLVED, that the form, terms, and provisions of the DIP Credit Agreements, and the grant of security interests, the borrowings, any guaranties of indebtedness thereunder, and the transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and any Authorized Officer or other officer of each Company is hereby authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, each of the transactions contemplated by the DIP Credit Agreements substantially in the form provided to each Governing Body and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which each Company is or will be a party or any order entered into in connection with the Chapter 11 Cases (collectively with the DIP Credit Agreements, the “Financing Documents”), incur and pay or cause to be paid all related fees and expenses, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve; and

RESOLVED, that each Company, as debtors and debtors in possession under the Bankruptcy Code be, and hereby are, authorized to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents (collectively, the “Financing Transactions”), including granting liens on its assets to secure such obligations; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company, as debtors and debtors in possession, to take such actions as in their

discretion are determined to be necessary, desirable, or appropriate to execute, deliver, and file (a) the Financing Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any Financing Documents, necessary, desirable, or appropriate to facilitate the Financing Transactions, (b) all petitions, schedules, lists, and other motions, papers, or documents, which shall in their sole judgment be necessary, proper, or advisable, which determination shall be conclusively evidenced by his or their execution thereof, (c) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the DIP Agents, and (d) such forms of deposit account control agreements, officer's certificates, and compliance certificates as may be required by the Financing Documents; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company to file or to authorize the DIP Agents to file any Uniform Commercial Code ("UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation, and any necessary assignments for security or other documents in the name of each Company that either DIP Agent deems necessary or convenient to perfect any lien or security interest granted under the Financing Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired," and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the DIP Agents may reasonably request to perfect the security interests of the DIP Agents under the Financing Documents; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, directed and empowered in the name of, and on behalf of, each Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Financing Transactions and all fees and expenses incurred by or on behalf of each Company in connection with the foregoing resolutions, in accordance with the terms of the Financing Documents, which shall in their reasonable business judgment be necessary, proper, or advisable to perform each Company's obligations under or in connection with the Financing Documents or any of the Financing Transactions and to fully carry out the intent of the foregoing resolutions; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any of the Financing Documents or to do such other things which shall in their sole

judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof.

### **USE OF CASH COLLATERAL**

WHEREAS, in the judgment of each Governing Body, it is desirable and in the best interest of each Company, its interest holders, its creditors, and other parties in interest, to obtain the benefits from the use of cash collateral (as such term is defined in section 363(b) of the Bankruptcy Code), which is security for certain of each Company's secured lenders under that certain Prepetition Credit Agreement, dated as of October 9, 2012, by and among each Company, and the guarantors party thereto, the lenders party thereto (the "Prepetition Secured Lenders"), and WELLS FARGO BANK, NATIONAL ASSOCIATION, as administrative agent;

NOW, THEREFORE, BE IT:

RESOLVED, that the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company to seek approval of the use of cash collateral pursuant to a cash collateral order in interim and final form (a "Cash Collateral Order"), and any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of each Company, necessary to implement the Cash Collateral Order, including providing for adequate protection to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for the use of cash collateral in connection with each Company's Chapter 11 Cases, which agreement(s) may require each Company to grant adequate protection and liens to each Company's Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of each Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

RESOLVED, that the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the Cash Collateral Order or to do such other things which shall in his/her judgement be necessary, desirable, proper, or advisable, to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof; and

RESOLVED, that each Company is hereby authorized to authorize, and each Company hereby authorizes, any subsidiary of such Corporation of which

such Corporation or any subsidiary of such Corporation is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in this written consent.

### **GENERAL**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's or Authorized Officers' judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED, that each Governing Body has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of each Governing Body; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) and each other partner, member, or managing member of each direct subsidiary of each Company, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of each Company, in each case, as such Authorized Officer shall deem necessary, appropriate, or desirable in such Authorized Officer's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

\* \* \* \* \*

**I**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

|                       |                                    |
|-----------------------|------------------------------------|
| _____                 | )                                  |
| In re:                | ) Chapter 11                       |
|                       | )                                  |
| PAYLESS HOLDINGS LLC, | ) Case No. [_____] (____)          |
|                       | )                                  |
| Debtors.              | ) (Joint Administration Requested) |
| _____                 | )                                  |

**Verification of Creditor Matrix**

The above named debtors and debtors in possession (collectively, the “Debtors”) hereby certify under penalty of perjury that the attached list containing the names and addresses of the creditors (Matrix), consisting of approximately 6371 pages is true, correct and complete.

\_\_\_\_\_/s/Michael Schwindle\_\_\_\_\_

Name: Michael Schwindle

Title: President

*On behalf of the Debtors and Debtors in Possession*

Dated: \_\_\_\_\_04/04/2017\_\_\_\_\_

\_\_\_\_\_